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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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PICK-UP

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WAIT

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MAIL

(Business Entity Name)

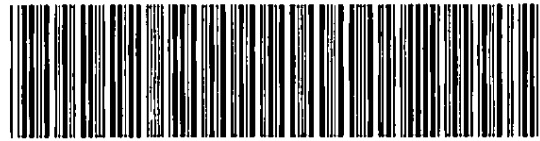
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Certified Copies _____

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JULIE A. BROWN

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FLORIDA DEPARTMENT OF STATE
Division of Corporations

September 1, 2021

AARON BIBBEE
201 S. BISCAYNE BLVD STE 1000
MIAMI, FL 33131

SUBJECT: VENZA LEARNING SOLUTIONS, INC.
Ref. Number: W21000119608

We have received your document for VENZA LEARNING SOLUTIONS, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The Certificate of Conversion must be signed by an authorized person.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Jessica A Fason
Regulatory Specialist II

Letter Number: 521A00021084

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COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Venza Learning Solutions, Inc.

Name of Resulting Florida Profit Corporation

The enclosed Articles of Conversion, Articles of Incorporation, and fees are submitted to convert the following eligible entity into a "Florida Profit Corporation" in accordance with ss. 607.11933 & 607.0202, F.S.

Please return all correspondence concerning this matter to:

Aaron Bibbee

Contact Person

Wargo & French LLP

Firm/Company

201 S. Biscayne Blvd., Suite 1000

Address

Miami, Florida 33131

City, State and Zip Code

abibbee@wargofrench.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Aaron Bibbee

at (305) 777-6077

Name of Contact Person

Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

- ☐ \$105.00 Filing Fees ☐ \$113.75 Filing Fees and Certificate of Status ☐ \$113.75 Filing Fees and Certified Copy ☒ \$122.50 Filing Fees, Certified Copy, and Certificate of Status

Mailing Address:

New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:

New Filing Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ED

Articles of Conversion
For
Converting Eligible Entity
Into
Florida Profit Corporation

The Articles of Conversion and attached Articles of Incorporation are submitted to convert the following **eligible business entity into a Florida Profit Corporation** in accordance with ss. 607.11933 & 607.0202, Florida Statutes.

1. The name of the Converting Entity immediately prior to the filing of the Articles of Conversion is:

Venza Learning Solutions, Inc.

Enter Name of the Converting Entity

2. The converting entity is a corporation

(Enter entity type. Example: limited liability company, limited partnership, general partnership, common law or business trust, etc.)

first organized, formed or incorporated under the laws of Georgia

(Enter state, or if a non-U.S. entity, the name of the country)

on April 5, 2008

Enter date "Converting Entity" was first organized, formed or incorporated.

3. The name of the Florida Profit Corporation as set forth in the attached Articles of Incorporation:

Venza Learning Solutions, Inc.

Enter Name of Florida Profit Corporation

4. This conversion was approved by the eligible converting entity in accordance with this chapter and the laws of its current/organic jurisdiction.

5. If not effective on the date of filing, enter the effective date: _____.

(The effective date: Cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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HALL OF RECORDS

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Signed this 23rd day of August, 2021

Required Signatures for Florida Profit Corporation:

Signature of Director, Officer, or, if Directors or Officers have not been selected, an Incorporator:

[Signature]

Printed Name: Jeffrey A. Venze Title: Chief Executive Officer and Director

Required Signature(s) on behalf of Converting Florida partnerships, limited partnerships, and limited liability companies: (See below for required signature(s))

Signature: [Signature]

Printed Name: Jeffrey A. Venze Title: Chief Executive Officer and Director

Signature: _____

Printed Name: _____ Title: _____

Signature: _____

Printed Name: _____ Title: _____

Signature: _____

Printed Name: _____ Title: _____

Signature: _____

Printed Name: _____ Title: _____

Signature: _____

Printed Name: _____ Title: _____

A Florida General Partnership or Limited Liability Partnership:

Signature of one General Partner:

A Florida Limited Partnership and Limited Liability Company Partnership:

Signature of ALL General Partners:

A Florida Limited Liability Company:

Signature of a Member or Authorized Representative:

And Others:

Signature of an authorized person:

Fees:

Articles of Conversion	\$35.00
Fees for Florida Articles of Incorporation:	\$70.00
Certified Copy:	\$8.75 (Optional)
Certificate of Status:	\$8.75 (Optional)

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**ARTICLES OF INCORPORATION
FOR RESULTING FLORIDA PROFIT CORPORATION**
In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

ARTICLE I NAME

The name of the corporation shall be: Venza Learning Solutions, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business/mailling address is:

Principal street address

Mailing address, if different is:

3 West Garden Street

Suite 215-8

Pensacola, FL 32502

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

to engage in any lawful business or activity for which corporations may be organized under
the Florida Business Corporation Act as it now exists or may hereafter be
amended or supplemented.

ARTICLE IV SHARES

The number of shares of stock is: 2,000,000

ARTICLE V OFFICERS AND/OR DIRECTORS

Name and Title: Venza, Jeffrey, A., Chief Executive Officer and Director

Name and Title: _____

Address: 3 West Garden Street, Suite 215-8

Address: _____

Pensacola, FL 32502

Name and Title: Johnson, Daniel, A., Director

Name and Title: _____

Address: 3 West Garden Street, Suite 215-8

Address: _____

Pensacola, FL 32502

Name and Title: Christiansen, David, L., Director

Name and Title: _____

Address: 3 West Garden Street, Suite 215-8

Address: _____

Pensacola, FL 32502

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CLERK OF DISTRICT COURT
FLORIDA

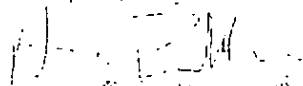
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ARTICLE VI REGISTERED AGENT

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

Wargo & French LLP
201 S. Biscayne Blvd. Suite 1000
Miami, FL 33131

.....
Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Registered Signature Registered Agent

8/16/2021

Date

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TALLAHASSEE, FL